



GUIDING PRINCIPLES OF THE BREMERTON FARMERS MARKET

1. Prioritize, in all decision-making, the interests of local, sustainable agriculture.
2. Provide an accessible, profitable venue for small-scale businesses that produce and distribute their products locally.
3. Present a diversity of the highest quality local vendors and handmade products in a vibrant marketplace.
4. Encourage environmentally, economically, and socially sustainable practices in all organizational and vendor operations.
5. Foster member involvement in the organization.
6. Create an environment for our community to gather and participate in local culture and commerce, regardless of race, gender, religion, nationality, or sexual preference.
7. Be a resource to other agencies serving farmers in Kitsap County, Washington.

BY-LAWS OF THE BREMERTON FARMERS MARKET

Revised February 2015

Article I. Purpose and Powers

Section 1.01 Name

The name of the corporation shall be Bremerton Farmers Market (BFM), a non-profit Corporation organized by the citizens of Kitsap County.

Section 1.02 Object

The object of this corporation shall be to provide for management and promotion of the Bremerton Farmers Market (BFM); to provide a forum from which local growers, food processors, and crafters can offer their products to the public; to educate the public about agricultural products and concerns; to study the needs of the members and promote the general welfare of the corporation; and to do all things legally necessary and proper to the conduct and furtherance of the business of BFM. The BFM is committed to an agriculturally-based market and, as such, reserves 50% of all sales for farmers. BFM is a member of the Washington State Farmers Market Association (WSFMA) and abides by the Roots Guidelines of the WSFMA.

Section 1.03 Mission Statement

Our mission is to operate a community supported farmers market that provides: viable economic outlets for farmers and producers, access to locally crafted and farm fresh products, quality food access for low income families, and education concerning food and sustainable agriculture.

Section 1.04 Government

The government and the management of the funds, properties and affairs of the corporation shall be vested in the Market, comprised of paid and honorary members of the corporation.

Article II. Membership

Section 2.01 Qualifications

Membership is open to the public of Kitsap County on a priority basis without regard to race, creed, color, religion, gender, sexual orientation, or age. Applicants from the Kitsap and Olympic Peninsulas will be granted membership if market space has not been filled by Kitsap County applicants, and also from Washington State on a third priority basis if space has not been requested by neighboring county applicants.

Section 2.02 Membership Classification: The members will be classified as follows:

(a) Vendor members will have voting privileges.

(i) Producers

1) Farmers

One who raises produce, plants or botanicals, or animals which they sell at WSFMA Member Markets on land they own, lease or rent, in the State of Washington or border counties (Please see "Appendix A: WSFMA Approved Bordering Counties").

The definition of **Farmer** may also include someone who processes produce, fruit, berries, botanicals, meats, honey, etc., which is grown, raised, or harvested on their own, leased or rented property, in the State of Washington or border counties, and then turned into value added product(s) such as jams, cider, salsa, vinegars, alcoholic beverages(*), essential oils or any other botanical use.

It may also include **Farmers** who raise the basic ingredient(s) of a product, but who must send it out for fundamental processing, either within Washington State or border counties, before creating the value added product. Such Vendors might include those **Farmers** selling certain essential oils, smoked meats or fish, etc. This excludes **Resellers** or those who might work on, or manage a corporately owned farm and have permission to dispose of surplus product.

SEAFOODS: *In the case of seafood, the vendor must own, lease, or operate the fishing vessel or own, lease or rent the parcel of land where the seafood is caught or harvested for sale at WSFMA Member Markets. The vendor must be a legal resident of the State of Washington.*

***ALCOHOLIC BEVERAGES:** *Alcoholic beverages must be made entirely from ingredients grown in Washington, or from grapes grown in a recognized Washington appellation, except for certain additives required for processing which*

cannot be produced in the State of Washington, not amounting to more than 5% of the total volume of the beverage. Because at this time there appears to be no beer made in Washington State that meets these requirements, WSFMA recommends that its Member Markets only apply to be authorized for wine sales by the State Liquor Control Board.

2) **Processors**

One who sells foods that they have personally prepared or processed on property that they own, lease, or rent in the State of Washington. **Processors** are persons offering fresh food products (such as meats, seafood, ciders, wines, baked goods, jams, nuts, etc.) that have added value to their product through some sort of “hands-on” processing (e.g., hand-filleted fish, smoked or butchered meats, handmade candies/nuts, etc.), but have not raised the ingredients themselves.

All **Processors** must meet all Federal, State, County and local Health Department requirements. All appropriate permits and licenses must be submitted and filed with the Market Manager. **Processors** must produce their products in Washington State only. Processed food producers should use ingredients from Washington State farms or waters as much as possible, and WSFMA Member Markets should give stall preference to those **Processors** who use ingredients from Kitsap County, Kitsap and Olympic Peninsula, and Washington State farms or waters, in that order.

SEAFOODS: *In the case of seafood vendors, the product must originate from the greater Pacific Northwest, which includes Washington, Oregon, Alaska and British Columbia.*

ALCOHOLIC BEVERAGES: *Alcoholic beverages must be made entirely from ingredients grown in Washington, or from grapes grown in a recognized Washington appellation, except for certain additives required for processing, but which cannot be produced in the State of Washington, not amounting to more than 5% of the total volume of the beverage.*

3) **Resellers**

One who buys produce from farmers in Washington State, transports it to a WSFMA Member Market, and resells it to the consumer. **Resellers** are allowed to sell at WSFMA Member Markets, but do have strict criteria to follow:

- a) **Resellers** are expected to be the only stop between the grower and the consumer.
- b) The product they buy must not come from shippers, warehouses, jobbers or wholesale distributors.
- c) They must not sell any produce not grown in Washington State. (For example: oranges or bananas).
- d) They may sell any produce they grow themselves on their own property (see **Farmers**).

- e) **Resellers** are sellers of crops that cannot be grown reliably, or are not offered for sale in sufficient quantity, by **Farmers** selling at the BFM, as determined by the BFM Board of Directors.
- f) **Resellers** must have all crops pre-approved by the Member Market's governing body before delivering the crops to market for sale. Approved, resold crops must be specifically limited, so as not to compete with the crops of **Farmers** within the geographic vendor boundaries of the WSFMA Member Market, as defined by the Market's policies and by-laws.
- g) All **Resellers**, or **Farmers**, must label their products as being resold if they are not selling products which they have grown, raised, or harvested themselves on property that they own, lease, or rent.
- h) All information declaring which products are resold must be available and displayed for the consumer to easily read. Signage must clearly state which farm(s) produced the products; other terms synonymous with "resold" may be substituted.

(ii) Other Vendors

1) Prepared Food Vendors (Concessionaires)

One who offers freshly made foods, available for sale and immediate consumption on-site at WSFMA Member Markets. **Prepared Food vendors** shall submit, and also possess and maintain, all required State, County, and local Health Department permits. All appropriate permits and licenses shall be filed with the management of the market.

Prepared Food vendors should use ingredients produced in Washington State as much as possible. Further, when selecting **Prepared Food vendors**, the BFM encourages vendors to provide a good variety of healthy foods and will give priority to those **Prepared Food vendors** who use ingredients from Washington State farms or waters.

2) Artisans/Crafters

One who creates with their own hands the products they offer for sale at the BFM. To qualify as an **Artisan/Crafter**, a majority of the tools and equipment used to produce their products must require skill, personal handling and/or manipulation. **Artisans/Crafters** should incorporate materials grown or produced in Washington State as much as possible and create their products in Washington State only. The BFM will give priority to those Artisan/Crafter vendors who use materials from Washington State.

Artisans/Crafters must go through a jury process as determined by the BFM Board of Directors before selling at the market. The BFM juries all new and returning **Artists/Crafters** each year. All vendors must be accepted by the **BFM Art Jury** prior to becoming a vendor at BFM.

The **BFM Art Jury** considers the following in its decision-making:

- a) The majority of the tools and equipment used to produce their products must require skill, personal handling and/or manipulation.
- b) **Artisans/Crafters** should incorporate materials grown or produced in Washington State as much as possible and create their products in Washington State only.
- c) Vendor space availability - Artisan/Crafter space availability based on compliance with WSFMA guidelines, and BFM goals of providing variety in the types of products available for sale.

3) **Service Providers and all other Miscellaneous**

One who offers special services and other non-food items to customers at the BFM. (e.g. Massage, face painting, plant fertilizer, etc.)

4) **Limitations:** The Board has the power to limit the number of vendor members.

(b) **General Members will have voting privileges.**

- (i) Honorary Members: Persons who have rendered notable service to the Bremerton Farmers Market, to agricultural interests in general and who may, by unanimous vote of the members present at any regular or duly called meeting, be elected to honorary membership. Honorary members shall pay no dues to the Bremerton Farmers Market.
- (ii) Community Members: Sponsors from businesses, organizations, or the greater community who pay annual dues.

Section 2.03 Suspension or Termination: The Market Manager is empowered to expel members who do not abide by the rules of the market as defined in the Bremerton Farmers Market Handbook. The decision of the Market Manager to expel a member may be reversed by a majority vote of the Board of Directors at any meeting of the corporation.

Section 2.04 Length of Membership

Membership is renewable annually on or before May 1. Applications received before March 31 will pay dues of \$40; after March 31 members will be assessed an additional \$10.

Section 2.05 General Membership Applications

Prospective general members must fill out an application form and pay dues. Applications are accepted year-round.

Section 2.06 Vendor Membership Applications

Prospective vendor members must fill out an application form and pay dues. This application will be reviewed and accepted or rejected on a tentative basis by the market manager, and final approval or rejection will be made by a majority vote of the BFM Board. In case of rejected application, any dues paid will be returned or refunded.

Article III. Dues

Section 3.01 Application for Membership

Dues are payable at the time of application for membership. Upon payment of dues and approval by the Board, applicant is considered a member in good standing and will receive meeting notices.

Article IV. Meetings of Members

Section 4.01 Annual Meeting

The annual meeting of the members of the BFM shall be held in Bremerton, County of Kitsap, State of Washington, within at least ten (10) weeks of the start of the Market season of each year.

Section 4.02 Special Meetings

Special meeting of the members of the BFM may be called at any time by order of the Board of Directors.

Section 4.03 Notice of Meetings

Verbal, written, or printed notice of every regular and special meeting of members shall be transmitted to the last recorded address or phone of each vendor member not less than ten (10) days before such meeting. Such notice shall state the object or objects thereof and the time and place of the meeting. No business shall be transacted at special meetings other than that referred to in the meeting notice. Any person shall have the privilege of attending the meetings of the corporation.

Section 4.04 Voting Members

All vendors shall be entitled to a vote at any annual, regular, or special meeting of the corporation. A family or partnership which has paid for one membership shall be considered a unit with one vote. Proxies will not be recognized at any meeting of the corporation. A simple majority vote will decide all actions.

Section 4.05 Quorum: The quorum for the annual meeting shall be 30% of the voting membership actually present; provided, however, elections to the Board shall not be postponed for lack of a quorum.

Section 4.06 Order of Business

(a) The order of business for annual meetings shall be as follows:

- (i) Calling the meeting to order
- (ii) President's Report
- (iii) Treasurer's Report
- (iv) Manager's Report
- (v) Reports of committees
- (vi) Miscellaneous business

- (b) The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules shall govern all debates, when not in conflict with these bylaws (using Robert's Rules of Order Revised).

Section 4.07 Amendments: If notice of the character of the amendment proposed has been given thirty (15) days prior to the date at which the amendment will be considered, these bylaws may be altered or amended at any regular or special meeting of the members by the affirmation vote of a majority of members present.

Article V. Directors and Officers

Section 5.01 Number and Qualification of Board Directors

The BFM shall have a Board of Directors of seven to eleven (7-11) members with at least 50 percent elected from vendor members.

Section 5.02 Election of Board Directors

Directors shall be elected annually at the Spring Membership Meeting. The newly elected directors will assume their responsibilities upon the completion of the annual meeting at which they are elected.

(a) Election Process

- (i) The Market Manager will announce to the general membership that elections to the Board of Directors will take place at the annual meeting. Members will be invited to submit nominations for themselves or other candidates, either to the Market Manager or to the board appointed nominating committee (ad hoc).
- (ii) Each candidate will be asked to submit a one paragraph biography of themselves, summarizing their personal and professional/vendor credentials, as well as reasons for their interest in serving as a Board Director. These bios will be sent to the Market Manager for dissemination to the membership by email or mail. Candidate bio to include:
 - a) Name and contact information
 - b) Experience with the Bremerton Farmers Market, either as vendor or customer, etc.
 - c) A brief description of the candidate's reasons for running for the board and what contributions they hope to make.
 - d) Any special skills (legal, writing, advertising/marketing, accounting, etc) that they will be able to apply to the position of board member.
 - e) Candidates for the board are encouraged to attend the annual membership meeting to give 2 min presentation to the general membership.
- (iii) The Market Manager will prepare a ballot listing all nominated candidates (including those for community positions). One ballot per business entity will be allocated; ballots

will not be given until the business owner or representative signs in. Upon completion of the balloting, the Market Manager or designated staff or community volunteer, plus two board members not up for election, will count the ballots, record the results on an elections tally form, and report the results to the membership prior to the completion of the meeting.

Section 5.03 Election of Officers: At the next regularly scheduled Board Meeting, the Board of Directors shall elect a President, Vice President, Secretary, and Treasurer, each of whom shall hold office until the election and qualification of his or her successor unless earlier removed by death, resignation, or for cause. Vacancies in such offices shall be filled by an election of the members of the Board of Directors.

Section 5.04 Special Board Positions: In addition to the 7-11 member board, two Special Board Positions may be filled, if a need has been clearly identified for specific skills that would benefit the Board of Directors or the Farmers Market as a whole. These Special Board Positions are for 1-year terms. The membership will vote for or against the candidates, not between candidates.

(a) A nominating committee shall be formed to seek out and recruit individuals for these positions. The committee shall consist of board members who are not seeking re-election for the upcoming term and participants from the general membership. If appropriate candidates are found, they will be presented to the general membership. The membership will vote for or against the candidates, not between candidates.

(b) Farmer Advisory Committee (FAC)

In order to help promote the interests of local farmers on the BFM Board of Directors, the BFM will appoint a group of 3-5 farmers who will be invited by the Board to provide feedback and advice on farming issues. The Farmer Advisory Council will be permitted to join regularly scheduled Board meetings via video telecom or phone, as available, when they are unable to attend Board meetings in person. The FAC will receive all agendas, minutes, and related documents as regular Board members, but will not be required to attend meetings. Special meetings of the FAC can be called by any FAC member or Board member to discuss farm-related issues.

Section 5.05 Vacancies: Whenever a vacancy occurs in the Board of Directors, other than from the expiration of a term of office, the remaining Directors shall appoint a member to fill the vacancy until the next annual meeting of the members.

Section 5.06 Board Meetings: In addition to the meetings mentioned above, regular meetings of the Board of Directors shall be held monthly, or at such other times and at such places as the Board and/or President may determine.

(a) **Special Meetings:** A special meeting of the Board of Directors shall be held whenever called for by the President or by a majority of the Directors. Any and all business may be transacted at a special meeting. Each call for a special meeting shall be through email, mail or verbal notice.

- (b) **Notice of Emergency Board Meetings:** Verbal or written notice of each meeting of the Board of Directors shall be given to each Director by or under the supervision of the Secretary of the BFM not less than 48 hours prior to the time of the meeting, but such notice may be waived by all the Directors, and appearance at a meeting shall constitute a waiver of notice thereof.
- (c) **Quorum:** A quorum will be reached when 51% of the Board members are present. Proxy votes can be designated to attending Board members to attain the majority needed.
- (d) **Removal of Board Members**
 - (i) Fifty-one percent (51%) of the Board of Directors, at a board meeting, can vote to suspend a board member. The suspended board member has the right to be present and heard at the next board meeting at which his or her removal is considered. The suspended board member could then only be removed with seventy-five percent (75%) of the Board of Directors. No proxy voting is allowed for removal of a board member.
 - (ii) **Removal of a Non-Performing Board Member:** The Board can remove, by simple majority of those present, a board member who misses two consecutive board meetings.

Article VI. Duties of Directors

Section 6.01 Management of Business

- (a) The Board of Directors shall have general supervision and control of the business and the affairs of the BFM and shall make all rules and regulations not inconsistent with law or with these bylaws for the management of the business and the guidance of the members, officers, employees, and agents of the BFM. A majority vote of members of the BFM can override decisions made by the Board.
- (b) The Board shall have installed an accounting system which shall be adequate to the requirements of the business and it shall be its duty to require proper records to be kept of all business transactions.
- (c) The Board shall have the power to employ, or contract with a Market Manager and decide her/his duties and fix her/his compensation.

Section 6.02 Fiscal Review: At least once in each year, the Treasurer or designated Special Board Member or Auditor shall make an accurate review of the books and accounts of the BFM and render a report in writing thereon, which report shall be submitted to the members of the BFM in a newsletter. This report shall include at least: (1) a balance sheet showing the true assets and liabilities of the BFM; (2) an operation statement for the fiscal period under review which shall show the revenues, costs of services, and include a statement of all expenses for the period under review.

Section 6.03 Financial Management: The Board of Directors shall have the power to select one or more banks to act as depositories of the funds of the BFM and to determine the manner of receiving, depositing, and disbursing the funds of the BFM and the form of checks

and the person or persons by whom they shall be signed, with the power to change such banks and the person or persons signing such checks and the form thereof at will.

Article VII. Duties of Officers

Section 7.01 Duties of President: The President shall: (1) Preside over all meetings of the BFM and the Board of Directors; (2) call all meetings of the Board of Directors; (3) perform all acts and duties usually performed by an executive and presiding officer; and (4) sign all papers of the BFM as she/he may be authorized or directed to sign by the Board of Directors. The President shall perform such other duties as may be prescribed by the Board of Directors.

Section 7.02 Duties of the Vice President: In the absence or disability of the President, the Vice President shall perform the duties of the President and shall chair the long-range planning committee.

Section 7.03 Duties of the Secretary: The Secretary shall: (1) take all minutes of all Annual, Special, and Board meetings; (2) co-sign all papers of the BFM as she/he may be authorized or directed to co-sign by the Board of Directors. The Secretary shall also track terms of Board members, and notify the President of when the end of board members' terms is approaching.

Section 7.04 Duties of the Treasurer: The Treasurer will make periodic inspections of the books and records of the financial transactions of the BFM. He/she will present a summary of the financial standings of the BFM to the Board of Directors at regular meetings. The Treasurer will ensure that the services of an outside auditor or accountant are secured for annual impartial inspections of the financial records.

Article VIII. Committees

Section 8.01 Formation of Committees: The Board of Directors may, in its discretion, appoint such committees as may be necessary.

Section 8.02 Executive Committee: The Board of Directors may designate an Executive Committee to exercise interim or other stated authority of the Board, except as to matters involving long-range policies or unusually large expenditures. The committee must consist of at least four Board of Directors, including the President, Secretary, and Treasurer. Any action by the Executive Committee shall require the affirmative vote of at least three of its members and must be reported to, and ratified by, the Board of Directors at their next meeting. The Executive Committee shall not operate to relieve the Board of general supervisory responsibilities in the management of the Market.

Article IX. Notices

Section 9.01 Form, Delivery: Whenever, under the provisions of law, the Articles of Incorporation, or these Bylaws, notice is required to be given to any Director or member such notice may be given in writing, by email, mail, addressed to such Director or member at his or her post office address as it appears on the records of the BFM. Such notice shall be deemed to be given at the time it is deposited in the United States mail, postage prepaid. Notices may also be given personally, or by telephone.

Section 9.02 Waiver: Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation, or these Bylaws, a written waiver thereof, signed by the person or persons entitled to said notice and filed with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent to such notice. In addition, any member who attends a meeting without protesting at the commencement of such meeting the lack of notice thereof to him or her, shall be conclusively deemed to have waived notice of such meeting.

Article X. Corporate Finances

Section 10.01 Deposit of Funds: All funds of the corporation not otherwise employed shall be deposited in such banks or trust companies as the Board shall determine.

Section 10.02 Checks: All checks, drafts, notes, and evidences of indebtedness of the BFM shall be signed by the Treasurer, or in his or her absence, by the President plus one other Board-approved person. All checks, drafts, notes, and evidences of indebtedness for the BFM SNAP Account shall be signed by the Market Manager, or in his or her absence, by the Treasurer, or President plus one other Board-approved person.

Section 10.03 Capitalization Fund: The BFM shall establish and maintain a revolving fund for the purpose of acquiring and maintaining adequate capital to finance its business.

Section 10.04 Fiscal Year: The fiscal year of the BFM shall commence on the first day of January each year and shall end of the last day of December.

Article XI. Compensation; Contracts

Section 11.01 Compensation: Any director or officer or employee or contractor of the corporation is authorized to receive reasonable compensation from the corporation for services rendered to the corporation when authorized by the Board. No director of the corporation may receive compensation merely for acting as a member of the Board; provided, however, directors may be reimbursed for their actual expenses incurred while serving the corporation or carrying out their duties.

Section 11.02 Contracts with Directors and Officers: No director or officer of the corporation shall be interested, directly or indirectly in any contract relating to the operations

conducted by it, nor in any contract for furnishing services or supplies to it, unless such contract shall be authorized by the Board of Directors and unless the fact of such interest shall have been disclosed or known to the Board at the meeting at which such contract is so authorized. The interested director shall not vote on any such contract, but his or her presence shall be counted for purpose of determining the existence of a quorum.

Article XII. Corporate Seal

The corporate seal of the corporation shall be circular in form and bear the words and figures "Bremerton Farmers Market, 1998". The form of such seal shall be subject to alteration by the Board.

Adopted this _____ day of _____, _____, by affirmative vote of the Board of Directors of the Bremerton Farmers Market.

President

Secretary

CERTIFICATION

I certify that the foregoing document consisting of _____ pages was duly adopted by the Board of Directors of the **BREMERTON FARMERS MARKET** at a proper meeting duly called for such purpose and at which a quorum was presented.

Dated: _____

Secretary